



COLEMAN FROST LLP

429 Santa Monica Boulevard,
Suite 700
Santa Monica, California 90401

February 18, 2011

VIA HAND DELIVERY

The Honorable Arthur J. Gonzelez
Chief United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

VIA E-MAIL

Mr. Armando Arce, Jr.
Rock & Republic Enterprises, Inc.
3523 Eastham Drive
Culver City, CA 90232

VIA E-MAIL

Schuyler G. Carroll
Robert Hirsh
Arent Fox LLP
1675 Broadway
New York, NY 10019-5820

VIA E-MAIL

Richard Morrissey
Office of the United States Trustee
33 Whitehall Street – 21st Floor
New York, NY 10004

VIA E-MAIL

Alex Spizz
Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, NY 10022

Re: Rock & Republic Enterprises, Inc. et al.
Chapter 11 Case No. 10-11728 (AJG) (Jointly Administered)

Pursuant to an Order dated May 26, 2010, our firm was retained *nunc pro tunc* to April 1, 2010 to represent the Debtors in Possession as Special Litigation Counsel in the above-referenced Chapter 11 case. By Order dated April 29, 2010 (the “Compensation

Hon. Arthur J. Gonzalez
Armando Arce, Jr.
Schuyler G. Carroll
Richard Morrissey
Alex Spizz
February 18, 2011
Page 2

Order”) the Bankruptcy Court has authorized payment of 80% of our monthly fees and 100% of our monthly expenses for the period of January 2011.

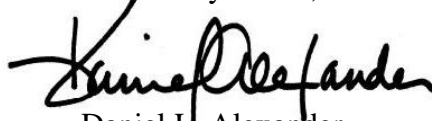
During the period from January 1, 2011 through January 31, 2011, our fees for services rendered as counsel to the Debtors-in Possession were \$113,485.00. Our disbursements during this period were \$1,531.62. A detailed billing statement for the period is enclosed for your information and review. The billing statement sets forth the name of each attorney or staff member who rendered services and the applicable billing rate. The report also breaks down the services by category as required by the fee guidelines.

BY SUBMITTING THIS UNREDACTED BILLING STATEMENT, COLEMAN FROST LLP DOES NOT WAIVE THE ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT PRIVILEGE, ALL OF WHICH ARE EXPRESSLY PRESERVED.

In accordance with the Compensation Order, unless we receive an objection to our billing statement within thirty-five (35) days following the end of the last month for which compensation is sought, the Debtors shall remit to Coleman Frost LLP the sum of \$90,788.00, representing 80% of \$113,485.00, and \$1,531.62, representing 100% of the disbursements incurred during the applicable period, for payment of fees and costs in the amount of \$92,319.62.

If you have any questions regarding this billing statement, please do not hesitate to contact the undersigned.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Daniel L. Alexander", written over a horizontal line.

Daniel L. Alexander
for COLEMAN FROST LLP



COLEMAN FROST LLP

429 SANTA MONICA BLVD.

SUITE 700

SANTA MONICA, CA 90401

Armando Arce, Jr.
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

February 18, 2011
Client No. 1096

Cover Statement

	Balance
1096-001 Re: Litigation	\$113,485.00
1096-003 Re: Fee/Employment Applications	0.00
1096-004 Re: Relief From Stay Proceedings	<u>\$ 0.00</u>
Total Fees	\$113,485.00
Expenses	<u>\$ 1,531.62</u>
Total Fees and Expenses	<u>\$115,016.62</u>

COLEMAN FROST LLP
429 Santa Monica Blvd., Suite 700
Santa Monica, California 90401
(310) 576-7312
TIN # 20-0807972

Armando Arce, Jr.
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

February 18, 2011
Our File: 1096.001
Invoice # 1775
Total Balance Due \$322378.47

RE: Litigation

Statement of Account for the Period Ending January 31, 2011

Professional Services

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/11	BAA	Email communications w/A. Goldstein re strategy and procedure for trial	0.60	225.00
01/04/11	DLA	Review deposition transcripts	2.40	780.00
01/05/11	DFC	Email to client re status	0.20	75.00
	DLA	Prepare for estimation hearing	7.90	2,567.50
01/06/11	DLA	Confer w/D. Coleman re trial; contact client re same	0.90	292.50
	DLA	Prepare for estimation hearing	9.20	2,990.00
01/07/11	DFC	Review/analyze issues re witness testimony at trial	1.20	450.00
	DLA	Review trial exhibits	5.20	1,690.00
	DLA	Review deposition testimony	3.80	1,235.00
	DLA	Exchange communications w/client contact re estimation hearing	0.60	195.00
	BAA	Email communications w/C. Mason re airfare and hotel reservations for New York	1.40	525.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	BAA	Receipt, preliminary review and analysis of expert S. Herd deposition transcript, Vol. 2 and email communications to cover same	2.20	825.00
01/10/11	DFC	Review/analyze issues re estimation hearing	0.80	300.00
	DLA	Prepare for estimation hearing	6.40	2,080.00
01/11/11	DLA	Review deposition testimony	4.40	1,430.00
01/12/11	DFC	Review/analyze issues re litigation strategy	0.20	75.00
	DLA	Confer w/C. Malaret re status and payment for deposition; draft communication to deponent re same; conference w/attorney re same	0.20	65.00
	DLA	Prepare for estimation hearing	6.30	2,047.50
	BAA	Analysis of list of documents for foundation stipulation requested by C. Malaret	1.10	412.50
01/13/11	DLA	Review and respond to communications from expert witness; draft communication to C. Malaret re same	0.30	97.50
	DLA	Review deposition transcript and exhibits	3.80	1,235.00
	BAA	Review and analysis of exhibits marked for trial by New Pacific	4.30	1,612.50
01/14/11	DLA	Confer w/D. Coleman re estimation hearing witness	0.20	65.00
	DLA	Review deposition designations	2.80	910.00
	BAA	Review and organization of depositions, direct examination declarations and exhibits	9.60	3,600.00
01/18/11	DFC	Review/analyze issues re witness testimony and evidence, email from C. Malaret	1.40	525.00
	DLA	Confer w/B. Armstrong re estimation hearing	0.40	130.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DLA	Confer w/D. Coleman re potential witness for estimation hearing	0.30	97.50
	DLA	Compile materials for witness prep	2.10	682.50
	DLA	Review direct testimony declarations	2.80	910.00
01/19/11	DFC	Review/analyze litigation strategy, expected witness testimony	1.50	562.50
	DLA	Confer w/B. Armstrong re estimation hearing	0.60	195.00
	DLA	Conference w/B. Armstrong and A. Goldstein re estimation hearing	0.20	65.00
	DLA	Review filed materials for submission to court	0.40	130.00
	DLA	Prepare for estimation hearing	7.40	2,405.00
	BAA	Telecon and email communications w/C. Malaret re proposed declaration testimony of A.E. Gaupp	1.30	487.50
	BAA	Review and analysis of exhibits proposed by New Pacific and Rock & Republic for purposes of preparing cross-examination	7.30	2,737.50
01/20/11	DFC	Review/analyze litigation strategy, expert issues; calls to/from client	1.80	675.00
	DLA	Prepare for estimation hearing	8.40	2,730.00
	BAA	Receipt, preliminary review and analysis of supplemental declaration of A. Ciasulli	2.30	862.50
	BAA	Preparation for arguments on motions in limine	3.10	1,162.50
	BAA	Preparation of opening statement outline	1.90	712.50
01/21/11	DLA	Prepare for estimation hearing	12.40	4,030.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	BAA	Receipt, preliminary review and analysis of New Pacific's objections the amended declaration of expert S. Herd	0.90	337.50
	BAA	Email communications w/Morgan Lewis office re procedure for trial and request for information from Judge Lane's clerk	0.90	337.50
	BAA	Organization of materials and documents needed for trial	6.90	2,587.50
01/22/11	DLA	Travel from Los Angeles to New York	8.70	2,827.50
	DLA	Review deposition testimony and exhibits	5.80	1,885.00
	BAA	Travel from Los Angeles to New York	7.60	2,850.00
01/23/11	DLA	Prepare for estimation hearing	16.90	5,492.50
	BAA	Drafting of opening statement	1.10	412.50
	BAA	Review and analysis of D. Margulies declaration; review and analysis of D. Margulies deposition testimony; prepare for cross-examination of D. Margulies	5.20	1,950.00
	BAA	Review and analysis of A. Ciasulli declaration; review and analysis of A. Ciasulli deposition testimony; prepare for cross-examination of A. Ciasulli	6.30	2,362.50
	BAA	Review and analysis of D. Smith declaration; review and analysis of D. Smith deposition testimony; prepare for cross-examination of D. Smith	3.60	1,350.00
	BAA	Development of outline for final argument	2.10	787.50
01/24/11	JBF	Analyze witness testimony issues and conference call re same	1.70	637.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DFC	Review/analyze issues re witness testimony; telecons w/M. Ball, A. Bernholtz, A.E. Gaupp, C. Messer, B. Armstrong, D. Alexander re same; review/analyze deposition testimony re same; drafting of outline re witness testimony issues on cross-exam	5.70	2,137.50
	DLA	Prepare for and participate in estimation hearing	19.50	6,337.50
	BAA	Organization and preparation of documents and records for use in trial	3.20	1,200.00
	BAA	Travel to/from and participation at trial	9.30	3,487.50
	BAA	Conference w/A. Goldstein and D. Alexander re status of proceedings	1.40	525.00
01/25/11	JBF	Analyze witness testimony issues	1.20	450.00
	DFC	Preparation for testimony of A.E. Gaupp; telecon w/A.E. Gaupp and D. Alexander; travel to/from and attendance at testimony of A.E. Gaupp; telecons to/from B. Armstrong and D. Alexander	5.20	1,950.00
	DLA	Prepare for and participate in estimation hearing	20.20	6,565.00
	BAA	Review and analysis of A. Rosenstein declaration; review and analysis of A. Rosenstein deposition testimony; prepare for cross-examination of A. Rosenstein	2.40	900.00
	BAA	Review and analysis of J. Williams declaration; review and analysis of J. Williams deposition testimony; prepare for cross-examination of J. Williams	2.10	787.50
	BAA	Pretrial testimony conference with expert S. Herd	1.10	412.50
	BAA	Travel to/from and participation in trial	7.60	2,850.00
	BAA	Pretrial testimony conference w/T. Rael	1.10	412.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	BAA	Pretrial testimony conference w/A. Bernholtz and M. Ball	1.90	712.50
01/26/11	DFC	Preparation for, travel to/from and attendance at testimony of J. Williams; telecons w/B. Armstrong and D. Alexander re trial	2.60	975.00
	DLA	Prepare for and participate in estimation hearing	7.40	2,405.00
	BAA	Organization of materials and documents for trial	1.20	450.00
	BAA	Travel to/from and participation in trial	5.70	2,137.50
01/27/11	DLA	Review and respond to communications re estimation hearing and post-trial tasks	0.60	195.00
01/28/11	DLA	Review and respond to communications re estimation hearing and post-trial tasks	1.20	390.00
01/30/11	DLA	Travel from New York to Los Angeles	10.20	3,315.00
	BAA	Travel from New York to Los Angeles	8.20	3,075.00
01/31/11	DLA	Confer w/B. Armstrong and D. Coleman re estimation hearing and next steps	1.40	455.00
	BAA	Preparation for drafting findings of fact and conclusions of law as requested by Court - review and analysis of declaration testimony, cross-examination and deposition designations	4.70	1,762.50
	BAA	Analysis of testimony to determine effort involved in assembling joint exhibit list as requested by Court	2.10	787.50
	BAA	Telecon w/C. Malaret re procedure for compiling joint exhibit list of exhibits actually used at trial	0.30	112.50

Summary of Services

BAA	Bruce A. Armstrong	122.00 hr @ 375.00	\$ 45750.00
DFC	Derrick F. Coleman	20.60 hr @ 375.00	\$ 7725.00
DLA	Daniel L. Alexander	181.30 hr @ 325.00	\$ 58922.50

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February 18, 2011
Rock & Republic Enterprises, Inc.
Litigation
Our File: 1096.001
Invoice # 1775

JBF	J.B. Frost	2.90 hr @ 375.00	\$	1087.50		
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	Total Professional Services				326.80	\$113,485.00

Costs and Disbursements

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/31/11	Fedex	134.29
01/31/11	NY Trial Expenses (Transportation \$235.64; Meals \$527.60; Phone \$11.65; Supplies \$21.56; Parking \$20.00)	816.45
01/31/11	New York Trial Expenses (Meals \$288.00; Copies \$72.87; Transportation \$220.01)	580.88
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	Total Costs and Disbursements	\$ 1,531.62

TOTAL NEW CHARGES	\$115,016.62
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Previous Balance Due	\$232,361.85
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PAYMENTS AND CREDITS

01/24/11	Payment Received (Applied to 10/31/10 Invoice Fees)	<hr/> 25,000.00
	Total Payments and Credits	\$ 25,000.00

Unpaid Balance Forward	\$207,361.85
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February 18, 2011
Rock & Republic Enterprises, Inc.
Litigation
Our File: 1096.001
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SUMMARY OF ACCOUNT

Balance Forward	\$232,361.85
Total New Charges	115,016.62
Payments and Credits	<u>25,000.00</u>

TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT **	\$322,378.47
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